

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CD INTELLECTUAL PROPERTY
HOLDINGS, INC.,

Plaintiff,

v.

AMAZON.COM, INC.,

Defendant.

C.A. No. 1:05-00414 (JJF)

AMAZON.COM, INC., and
A9.COM, INC.,

Plaintiffs,

v.

CENDANT CORPORATION, TRILEGIANT
CORPORATION, ORBITZ, LLC, ORBITZ,
INC., BUDGET RENT A CAR SYSTEM,
INC., and AVIS RENT A CAR SYSTEM,
INC.,

Defendants.

C.A. No. 1:06-00041 (JJF)

**DECLARATION OF LYNN H. PASAHOW IN SUPPORT OF
AMAZON.COM, INC. AND A9.COM, INC.'S MOTION TO CONSOLIDATE**

I, Lynn H. Pasahow, declare as follows:

1. I am a partner of the law firm of Fenwick & West LLP, counsel to Amazon.com, Inc. and A9.com, Inc., and have been granted permission to appear *pro hac vice* in this action. I make the following statements based upon my personal knowledge or on information and belief where indicated and, if called upon to testify, would testify competently to the matters contained herein.

2. Pursuant to Delaware Local Rule 7.1.1, during the week of January 23, 2006, I contacted Doug Olsen of Paul, Hastings, Janofsky & Walker LLP, counsel for

Cendant Corporation, Trilegiant Corporation, Orbitz, LLC, Orbitz, Inc., Budget Rent A Car System, Inc., and Avis Rent A Car System, Inc., the defendants in Civil Action No. 1:06-00041 (JJF) (the “Amazon Action”), and asked that his clients stipulate to the consolidation of the above-referenced actions for all purposes, including trial. In addition, during that same week I talked to Steven Lieberman of Rothwell, Figg, Ernst & Manbeck P.C., counsel for CD Intellectual Property Holdings, Inc. (“CD”), the plaintiff in Civil Action No. 1:05-00414 (JJF) (the “Cendant Action”), and made the same request. On February 1, 2006, Mr. Olsen responded on behalf of both the defendants in the Cendant Action and the plaintiff in the Amazon Action that Cendant and its subsidiaries would not stipulate to consolidation of these cases.

3. Attached hereto as **Exhibit A** is a true and correct copy of “Defendants’ Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) or, in the Alternative, to Dismiss, Stay or Transfer This Action Pursuant to the First-to-File Rule” filed on August 12, 2005 in Case No. 05-1137 (RSM) in the Western District of Washington.

4. Attached hereto as **Exhibit B** is a true and correct copy of “Reply Memorandum in Support of Defendants’ Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) or, in the Alternative, to Dismiss, Stay or Transfer This Action Pursuant to the First-to-File Rule” filed on September 16, 2005 in Case No. 05-1137 (RSM) in the Western District of Washington.

5. Attached hereto as **Exhibit C** is a true and correct copy of the transcript of the hearing on Defendants’ Motion to Transfer Venue on November 21, 2005 before the Honorable Ricardo S. Martinez, District Judge of the Western District of Washington in Case No. 05-1137 (RSM).

6. Attached hereto as **Exhibit D** is a true and correct copy of the "Order on Defendants' Motion to Transfer" dated December 13, 2005.

7. Attached hereto as **Exhibit E** is a true and correct copy of a letter from Elizabeth A. Leff of Rothwell, Figg, Ernst & Manbeck P.C., counsel for CD Intellectual Property Holdings, Inc. ("CD"), which identifies three employees of Cendant Corporation as the persons whom CD proposes to have access to information designated "Confidential" in CD's action against Amazon.com.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on the 2nd day of February, 2006, at Culver City, California.



Lynn H. Pasahow

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CERTIFICATE OF SERVICE

I, Karen E. Keller, hereby certify that on February 2, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on February 2, 2006, I caused a copy of the foregoing document to be served by hand delivery and electronic mail on the above-listed counsel of record and on the following non-registered participants in the manner indicated:

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